### FORM D



### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **FORM D**

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UEORM LIMITED OFFERING EXEMPTION

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OMB Approval
OMB Number: 3235-0076

Expires: May 31, 2005
Estimated average burden hours per response. . .16.00

SEC USE ONLY						
Prefix	Serial					
DATE F	RECEIVED					

UNIFORM LIMITED OFFERING EXEMPTION	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  Capital Environmental Resource Inc. Series 1 Preferred Stock Offering	
Filing Under (Check box(es) that apply):	
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	~ <u> </u>
1. Enter the information requested about the issuer	~ FOO:
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  Capital Environmental Resource Inc.	25 2003
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	
1005 Skyview Drive, Burlington, Ontario, Canada L7P 5B1 905-319-1237	MOSMO
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Telephone Number (Including Area Code)	WINCIAL
Brief Description of Business	
Waste services provider	
Type of Business Organization  Corporation limited partnership, already formed	<u> </u>
business trust   limited partnership, to be formed   other (please specify):	
Actual or Estimated Date of Incorporation or Organization:    Month   Year	per of
incorporated in May 1997.  CN for Canada; FN for other foreign jurisdiction)  C N	
GENERAL INSTRUCTIONS Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. U.S.C. 77d(6).	or 15

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid **OMB** control number.

SEC 1972(2-97) 1 of 8

#### FORM D

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval						
OMB Number:	3235-0076					
Expires: May	31, 2005					
Estimated average	ge burden					
hours per respon	se16.00					

SEC USE ONLY					
Prefix Serial					
D.A	TE RECEIV	/ED			

• •	nis is an amendment and name has chang	•	inge.)					
	ce Inc. Series 1 Preferred Stock Offering							
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505	□ Rule 506	Section 4(6)	☐ ULOE				
Type of Filing: New Filing	Amendment							
	A. BASIC IDENTIF	TCATION DATA						
1. Enter the information requested about	the issuer							
Name of Issuer (☐ check if t	his is an amendment and name has chan	ged, and indicate ch	ange.)					
Capital Environmental Resour								
Address of Executive Offices	(Number and Street, City, S	tate, Zip Code)	Telephone Number	er (Including Area Code)				
1005 Skyview Drive, Burling	on, Ontario, Canada L7P 5B1		905-319-1237					
Address of Principal Business Operation	s (Number and Street, City, State, Zip C	ode)	Telephone Number	er (Including Area Code)				
(if different from Executive Offices)								
Brief Description of Business				1 1 1 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1				
Waste services provider								
				ESTA-CHIVED TOO				
Type of Business Organization			gg <sup>g</sup> r	3/				
☑ corporation □	limited partnership, already formed	<del></del>		2000 00 00 00000				
D business amost	limited master auching to be formed	□ o	ther (please specify):	IN SAZUU >>				
☐ business trust ☐	limited partnership, to be formed		<i>M</i> .					
		1onth Yea						
Actual or Estimated Date of Incorporation	on or Organization:	5 9	7 🛛 Actu	ial 🔨 🔲 Estimated				
Jurisdiction of Incorporation or Organiza	Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:							
	CN for Canada; FN for other f	oreign jurisdiction)		<u>N</u> ]				

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### - ATTENTION

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972(2-97) 1 of 8

•		A. BASIC IDENTII	FICATION DATA		
2. Enter the information rec	quested for the follo				
Each promoter of the transfer of the tran	he issuer, if the issue	er has been organized within th	e past five years;		
<ul> <li>Each beneficial ow issuer;</li> </ul>	ner having the powe	er to vote or dispose, or direct t	he vote or disposition of, 1	0% or more of a cla	ss of equity securities of the
	icer and director of chanaging partner of	corporate issuers and of corpor	ate general and managing p	partners of partnersh	ip issuers; and
Check Box(es) that Apply:	Promoter	Beneficial Owner		☑ Director	☐ General and/or
		Beneficial Owner	Z Executive Officer	Director	Managing Partner
Full Name (Last name first, i Sutherland-Yoest, l	,			:	
Business or Residence Addres	ss (Number and	Street, City, State, Zip Code)			
1005 Skyview Driv	e, Burlington, Onta	rio, Canada L7P 5B1			•
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, i Remillard, Lucien	f individual)				
	(Number on	d Street City State Zin Code)			
Business or Residence Address c/o Placements St-I		l Street, City, State, Zip Code) Paul Street West, Montreal, Q			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, i	f individual)				Managing Partner
DeGroote, Gary W	•				
Business or Residence Addres	ss (Number and	d Street, City, State, Zip Code)			
c/o GWD Manager	nent Inc., 1455 Lak	eshore Road, Suite 201N, Burl	ington, Ontario, Canada L7	75 2J1	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Sanders, Don A.					
Business or Residence Addre	ss (Number an	d Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
c/o Sanders Morris	Harris Inc., 600 Tra	avis, Suite 2100, Houston, TX	77002		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Matelich, George			·		
Business or Residence Address 1005 Skyview Driv		d Street, City, State, Zip Code) irio, Canada L7P 5B1	1		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)				
Lawrence, R. John	•				
Business or Residence Addre	ss (Number an	d Street, City, State, Zip Code	)	<del></del>	
1005 Skyview Driv		irio, Canada L7P 5B1			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)				
Sutherland, Stanley	y				
Business or Residence Addre	ss (Number an	d Street, City, State, Zip Code	)		
		rio. Canada L7P 5B1			

	A. BASIC IDENTIF	ICATION DATA	<del></del>	
2. Enter the information requested for the following				
• Each promoter of the issuer, if the issuer has	been organized within the	e past five years;		
<ul> <li>Each beneficial owner having the power to vissuer;</li> </ul>	ote or dispose, or direct th	ne vote or disposition of, 10	% or more of a clas	s of equity securities of the
Each executive officer and director of corpo		te general and managing p	artners of partnershi	p issuers; and
Each general and managing partner of partner				
	Beneficial Owner	⊠ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Durkin, Thomas E, III				
Business or Residence Address (Number and Stree 1005 Skyview Drive, Burlington, Ontario,	et, City, State, Zip Code) Canada L7P 5B1			
Check Box(es) that Apply: Promoter			☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Feals, David J.		-,,-		Managing Faither
	et, City, State, Zip Code)			and the second s
Check Box(es) that Apply: Promoter			☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)  McGarvey, John				Managing Father
	et, City, State, Zip Code) Canada L7P 5B1			
Check Box(es) that Apply: Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if individual) Hulligan, William P.				
Business or Residence Address (Number and Stre	et, City, State, Zip Code)		····	
1005 Skyview Drive, Burlington, Ontario, C				
	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)  DeGroote, Michael G.				
	et, City, State, Zip Code)			
Victoria Hall, 11 Victoria Street, Hamilton,	·			
Check Box(es) that Apply: Promoter	Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Grahek, E. Joy				
Business or Residence Address (Number and Street, C	ity, State, Zip Code)			
1005 Skyview Drive, Burlington, Ontario, O	Canada L7P 5B1			
Check Box(es) that Apply: Promoter	Beneficial Owner	■ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)				
Abrams, Hillel J.				
Business or Residence Address (Number and Street, C	ity, State, Zip Code)	· <del></del>		
1005 Skyview Drive, Burlington, Ontario, O	Canada L7P 5B1			

· · · · · · · · · · · · · · · · · · ·		A. BASIC ID	ENTIFICATION DATA	·. ·· · · · · · · · · · · · · · · · · ·	
2. Enter the information r		ollowing:			
<ul> <li>Each promoter of</li> <li>Each beneficial or</li> </ul>	the issuer, if the is wher having the po	ssuer has been organized wi	thin the past five years; o direct the vote or disposition	on of 10% or more o	f a class of equity securities of the
issuer;					
<ul> <li>Each executive of</li> <li>Each general and</li> </ul>	managing partner	of a corporate issuers and o of partnership issuers.	f corporate general and mana	iging partners of part	nership issuers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or
Boothe, George					Managing Partner
Full Name (Last name first,	if individual)				
1005 Skyview Dr	ive, Burlington, O	ntario, Canada L7P 5B1			
Business or Residence Addr			)		
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Parnham, Shawn					
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code	·)		
1005 Skywiau De	ive Puelington O	ntario, Canada L7P 5B1			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first,	if individual)				
Henk, Larry D.					
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code	2)		
1005 Skyview D	rive Burlington (	Ontario, Canada L7P 5B1			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first,	if individual)				
Forrestal, Brian					
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code	e)		
1005 Skyview D	rive Burlington C	Ontario, Canada L7P 5B1			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code	e)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or
					Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and S	Street, City, State, Zip Code	e)		

				В.	INFORMA	TION ABO	UT OFFER	ING				· · · · · · · · ·
1. Has th	e issuer solo	i, or does the	e issuer intend	d to sell, to n	on-accredite	d investors i	n this offerin	g?			Ye	
					dix, Column	•		<b>G</b>				1 23
2. What	is the minim	um investme	ent that will b			-			•••••		\$2	4,000.00
		•••••									Yes	No
			ownership of								_	
solicit registe	ation of pure cred with the	chasers in co s SEC and/or	d for each pe nnection with with a state may set forth	n sales of sec or states, list	curities in the the name of	offering. If the broker o	a person to b or dealer. If n	e listed is an	associated i	person or age	ent of a broke	r or dealer
Full Name	: (Last name	e first, if indi	ividual)									
Business o	or Residence	Address (N	lumber and S	treet, City, S	State, Zip)							
		roker or Dea						***				
•	Sanders Mo	rris Harris II	nc., Chase To	wer, 600 Tr	avis, Suite 31	100, Houston	ı, TX 77002			v		
			Solicited or ndividual Sta								<b>⊠</b> 4	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
[IL]	(IN)	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
		e first, if ind		[ ]	[01]	1, -1	[ ]	[,,,,,]	[,]	[112]	["1]	[110]
			lumber and S	treet, City, S	State, Zip)							
Name of A	Associated B	troker or Dea	aler						4			
			Solicited or ndividual Sta									All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	e (Last nam	e first, if ind	ividual)									
Business	or Residence	e Address (N	Number and S	Street, City,	State, Zip)							
Name of A	Associated E	Broker or De	aler									
States in \	Which Perso	n Listed Has	Solicited or	Intends to S	olicit Purcha	sers			7.001.00			
(Chec	k "All State	s" or check i	ndividual Sta	ites)	•••••							All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) (TN)	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	(OK) [WI]	(OR) [WY]	[PA] [PR]
[IXI]	رعدا	رمن						is sheet, as n	-	[ ** 1]	[ ** 1 ]	(i ivj

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS								
,1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.								
	Type of Security	Aggregate	Amount Already						
	Debt	Offering Price	Sold						
	Equity		\$						
	☐ Common ☑ Preferred - Series 1 Preferred	\$25,583,001.00	\$ <u>25,583,001.00</u>						
			_						
	Convertible Securities (including warrants)								
	Partnership Interests		\$						
	Other (Specify)		\$						
	Total	\$ <u>25,583.001.00</u>	\$ <u>25,583,001.00</u>						
	Answer also in Appendix, Column 3, if filing under ULOE.								
2.	Enter number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."								
		Number Investors	Aggregate Dollar Amount of Purchases						
	Accredited Investors	23	\$25,583,001.00						
	Non-accredited Investors		\$						
	Total (for filings under Rule 504)		\$						
	Answer also in Appendix, Column 4, if filing under ULOE.								
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Toronto Conscience	Dellas Assaura						
	Type of Offering	Type of Security	Dollar Amount Sold						
	Rule 505		.\$						
	Regulation A		\$						
	Rule 504		\$						
	Total		\$						
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.								
	Transfer Agent's Fees		\$						
	Printing and Engraving Costs		\$						
	Legal Fees (includes state filing fees- CA-\$150;CT-\$150;IL-\$100;NC-\$350;NV-\$150;TX -\$500)	🗵	\$31,400.00						
	Accounting Fees		\$						
	Engineering Fees		\$						
	Sales Commissions (specify finders' fees separately)		\$						
	Other Expenses (identify)		\$ <u>1,534,980.00</u>						
	Total		*						

	,						
	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES ANI	D USI	E OF PROCE	EDS		
•	b. Enter the difference between the aggregate offering pri and total expenses furnished in response to Part C - Questi proceeds to the issuer."	on 4.a. This difference is the "adjusted gr	oss				\$24,016,621.00
5.	Indicate below the amount of the adjusted gross proceeds each of the purposes shown. If the amount for any purpose the box to the left of the estimate. The total of the pay proceeds to the issuer set forth in response to Part C – Ques	is not known, furnish an estimate and chements listed must equal the adjusted gr	eck				
				Payments to Officers, Directors, & Affiliates			Payments to Others
	Salaries and fees			\$	·		\$
	Purchase of real estate			\$	<del></del>		\$
	Purchase, rental or leasing and installation of machinery	and equipment		\$			\$
	Construction or leasing of plant buildings and facilities.			\$			\$
	Acquisition of other businesses (including the value of a that may be used in exchange for the assets or securities merger)	of another issuer pursuant to a		\$		⋈	\$2,785,000.00
	Repayment of indebtedness			\$			\$
	Working capital			•		M	\$21,231,621.00
	Other (specify):			<b>5</b>		ы	\$ <u>21,231,021.00</u>
			П	S			¢.
	Column Totals			\$	_	⊠	\$24,016,621.00
			ш	₽	<del></del>		\$24,010,021.00
	Total Payments Listed (column totals added)			<b>⊠</b> \$ <u>24</u> .	016,62	1.00	·
						_	
		D. FEDERAL SIGNATURE		<del></del>			
cor	issuer has duly caused this notice to be signed by the under stitutes an undertaking by the issuer to furnish to the U.S. So hished by the issuer to any non-accredited investor pursuant	ecurities and Exchange Commission, upor					
Issi	er (Print or Type)	Signature			Date		
	Capital Environmental Resource Inc.	0/62)			July	72	, 2003
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)	•		•		
	Thomas E. Durkin III	Executive Vice President and	Gene	eral Counsel			•
		<u> </u>					

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
Is any party described in 17 CFR 230.252(c), (d), (e) or (f)	presently subject to any of the disqualification provisions of such	Yes	No
See Ap	ppendix, Column 5, for state response.		
The undersigned issuer hereby undertakes to furnish to any 239.500) at such times as required by state law.	state administrator of any state in which this notice is filed, a notice	ice on Form D (17 CFR	
The undersigned issuer hereby undertakes to furnish to the	state administrators, upon written request, information furnished b	by the issuer to offerees.	
·		-	of
e issuer has read this notification and knows the contents to be thorized person.	be true and has duly caused this notice to be signed on its behalf by	y the undersigned duly	
uer (Print or Type)	Signature	ate	
Capital Environmental Resource Inc.	Ju Ju	July <b>22</b> , 2003	
ame (Print or Type)	Title (Print or Type)		
Thomas E. Durkin III	Executive Vice President and General Counsel		
	See A The undersigned issuer hereby undertakes to furnish to any 239.500) at such times as required by state law.  The undersigned issuer hereby undertakes to furnish to the The undersigned issuer represents that the issuer is familiar Exemption (ULOE) of the state in which this notice is filed establishing that these conditions have been satisfied.  e issuer has read this notification and knows the contents to thorized person.  uer (Print or Type)  Capital Environmental Resource Inc.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such See Appendix, Column 5, for state response.  The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice 239.500) at such times as required by state law.  The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished to the undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniteraction (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exectablishing that these conditions have been satisfied.  The index of the discourse of the discou	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3	APPENDIX 4					5
•	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ	·								
AR									
CA		х	Series 1 Preferred Stock, US \$3.00 per share	3	\$153,000.00	0			X
со									
СТ		х	Series 1 Preferred Stock, US \$3.00 per share	7	\$7,499,001.00	0			X
DE									,
DC						·			
FL									
GA									
HI				_					
ID									
IL		х	Series 1 Preferred Stock, US \$3.00 per share	3	\$1,224,000.00	0			х
IN									
ΙA									
KS									
KY				_					
LA				_					
ME									
MD									
MA									
MI									
MN				_					
МО		<u>L</u>							

1	Intend to non-a	s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	APPENDIX  4  Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MS									
MT									
NE						·			
NV		х	Series 1 Preferred Stock, US \$3.00 per share	1	\$51,000.00	0			х
NH									
NJ									
NM									
NY									
NC		x	Series 1 Preferred Stock, US \$3.00 per share	1	\$51,000.00	0			x
ND									
ОН									
ОК									
OR									
PA									
RI									
SC									
SD									
TN									
TX		х	Series 1 Preferred Stock, US \$3.00 per share	7	\$1,605,000.00	0			x
UT									
VT									
VA							·		
WA									
WV									
WI									
WY									